

NOTICE

Notice is hereby given that the 28th Annual General Meeting of the members of M/s. FRONTIER INFORMATICS LIMITED will be held at 09.30 AM on Friday, the 30th day of December 2016 at Lions Bhavan Trust, Behind HDFC Bank, near Paradise Circle, S D Road, Secunderabad -500003, Telangana, to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited Balance Sheet as at March 31, 2016, the Profit & Loss Account and Cash Flow Statement for the period ended on March 31, 2016 along with schedules & annexures and the reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mrs Shashikala Ambarkar, who retires by rotation, and being eligible, offers herself for re-appointment.
3. To appoint a Director in place of Mr S.P.Vivekanada, who retires by rotation, and being eligible, offers himself for re-appointment.
4. To reappoint auditors of the Company and fix their remuneration

In this connection, to consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT, pursuant to section 139 of the Companies Act, 2013 and the rules framed thereunder and pursuant to the recommendation of the audit committee of the Board of Directors, M/s Niranjana & Narayan, Chartered Accountants, Firm Regn No : 005899s, be and are hereby reappointed as the Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting at remuneration as may be decided by the Board of the Directors of the Company in consultation with the Audit Committee.”

SPECIAL BUSINESS**5. To appoint Mr. V.K. Premchand as Managing Director**

To consider and if thought fit, to pass, with or without modification, the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to section 196, 197, 203 and any other applicable provisions of the Companies Act, 2013, (The Act) and The Companies (Appointment and Remuneration) of Managerial Persons Rules 2014 (including any statutory modifications or reenactments thereof for the time being in force) read with schedule V of the Act and subject to such approvals consents, permissions and sanctions of appropriate and concerned authorities, approval of the company be and is hereby accorded to the appointment of **Mr V.K.Premchand** as Managing Director of the company for a period of one year w.e.f. 1st October, 2016 without any remuneration and further upon such terms and conditions as explained in the explanatory statement annexed to the notice of the meeting in terms of section 102 of the Act. “

“RESOLVED FURTHER THAT for the purpose of giving effect to the resolution the Board be and is hereby authorized to do all acts, deeds and matters that, it may, in its absolute discretion, deem necessary or desirable including without remuneration to settle any question or difficulty that may arise in this regard.”

6. To appoint Mrs Bommaraju Prasanna Lakshmi as Executive Director

To consider and if thought fit, to pass, with or without modification, the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to section 196, 197, 203 and any other applicable provisions of the Companies Act, 2013, (The Act) and The Companies (Appointment and Remuneration) of Managerial Persons Rules 2014 (including any statutory modifications or reenactments thereof for the time being in force) read with schedule V of the Act and subject to such approvals consents, permissions and sanctions of appropriate and concerned authorities, approval of the company be and is hereby accorded to the Appointment of Mrs. B.Prasanna Lakshmi as Executive Director of the company for a period of one year w.e.f 1st October, 2016 without any remuneration and further upon such terms and conditions as explained in the explanatory statement annexed to the notice of the meeting in terms of section 102 of the Act. “

“RESOLVED FURTHER THAT for the purpose of giving effect to the resolution the Board be and is hereby authorized to do all acts, deeds and matters that, it may, in its absolute discretion, deem necessary or desirable including without remuneration to settle any question or difficulty that may arise in this regard”

7. Adoption of new Articles of Association:

To consider and, if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:-

“RESOLVED THAT pursuant to the provisions of Section 14 of the Companies Act, 2013 and other applicable provisions or Rules if any, the new set of Articles of Association as placed before the meeting and initialed by the Chairman for the purpose of identification be and is hereby approved and adopted as new Articles of Association (as prescribed under the Table-F of the Companies Act, 2013) of the Company in the place of and exclusion of the existing Articles of Association.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be deemed necessary and expedient to give effect to the aforesaid Resolution.”

8. Reclassification of promoters group Category

To consider and if thought fit, to pass, with or without modification, the following resolution as a Special Resolution:

“RESOLVED THAT as per the Regulation 31A of SEBI (Listing obligations and disclosure requirement) regulations 2015 consent of the Share holders be and is hereby given for the reclassification of non participating members from Promoter Category to Public Category, subject to such approvals, consents, permissions and sanctions of appropriate and concerned authorities, as may be required for the said purpose.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts and deeds in this regard.”

By order of the Board
For **Frontier Informatics Limited**

Place: Hyderabad
Date: 05.12.2016

V.K.Premchand
Managing Director

NOTES:

1. A member entitled to attend and vote at the annual general meeting is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member of the company.
2. The proxy in order to be effective must be received by the company at its registered office, duly completed and signed, not less than 48 hours before the commencement of the Annual General Meeting.
3. Members/proxies are requested to bring their copies of Annual Report and the attendance slip duly filled in for attending the meeting. Copies of the Annual Reports will not be provided at the meeting.
4. The Register of Members and Share Transfer Books of the Company will remain closed from Friday, 23rd December, 2016 to Friday the 30th December 2016 (inclusive of both days).
5. Members, who do not have their shares in demat form, are requested to notify immediately any change in their address to the share transfer agents and in case their shares are held in dematerialized form, this information should be passed on to their respective depository participants without delay.
6. Pursuant to the requirements of the listing agreement of stock exchanges, the information of the directors proposed to be appointed or Re-appointed is given in the annexure to the Corporate Governance report.
7. Shareholders holding shares in physical form are invited to contribute to the cause of Green Initiative by registering their e-mail ID, by submitting the E- COMMUNICATION REGISTRATION FORM inserted in the Annual Report.
8. Members who hold shares in dematerialized form are requested to bring their client ID and DP IDs for easy identification of attendance at the meeting.
9. Corporate Members are requested to send a duly certified copy of the Board Resolution pursuant to section 113 of the Companies Act, 2013, authorizing their representative to attend and vote at the Annual General Meeting.
10. The company has designated an exclusive email id namely, info@fitlindia.com for Redressal of Share Holders' complaints/grievances.
11. The MCA has taken up Green Initiative, by allowing paperless conveyance by companies, permitting sending of Annual Reports to share holders by e mails. The

company has taken initiative and sent Annual Reports to share holders whose e-mail ids are available with the Share Transfer Agency. Other Shareholders holding shares in physical form are invited to contribute to the cause of Green Initiative by registering their e-mail ID, by submitting the E- COMMUNICATION REGISTRATION FORM inserted in the Annual Report.

12. In compliance to the provisions of section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the company is pleased to provide to the members the facility to exercise their rights to vote at the 28th Annual General Meeting by electronic voting and the business may be transacted through eVoting service provided by Karvy Computershare Pvt Ltd (KARVY).

13. Voting through electronic means:

A member may exercise his votes at any General Meeting by electronic means and company may pass any resolution by electronic voting system in accordance with the Rule 20 of the Companies (Management and Administration) Rules, 2014.

During the e-voting period, members of the company holding shares either in physical form or dematerialized form, as on the cutoff date i.e., 23rd December, 2016, may cast their votes electronically.

The e-voting period will commence from Monday, December 26, 2016 at 09.00 am and will end at 5.00 pm on Thursday, December 29, 2016. The e-voting module will be disabled on December 29, 2016 at 6.00 pm. Members holding shares in their physical or dematerialized form as on the cutoff date of 23rd December, 2016 may cast their vote electronically. The eVoting module shall be enabled by Karvy Computershare Pvt Ltd (KARVY) during the above mentioned period.

Once the vote on a resolution is cast by a shareholder, the shareholder shall not be allowed to change it subsequently.

A copy of this notice has been placed on the website of the Company.

PROCEDURE AND INSTRUCTIONS FOR e-VOTING & INSTAPOLL

- I. Remote e-voting: In compliance with the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and the provisions of Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by Karvy Computershare Private Limited (Karvy) on all resolutions set forth in this Notice, from a place other than the venue of the Meeting (Remote e-voting).

- (A) In case a Member receives an email from Karvy [for Members whose email IDs are registered with the Company/Depository Participants (s)]:
- i. Launch internet browser by typing the URL: <https://evoting.karvy.com>.
 - ii. Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) xxxx followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with Karvy for e-voting, you can use your existing User ID and password for casting your vote.
 - iii. After entering these details appropriately, click on “LOGIN”.
 - iv. You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A- Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$, etc.,). The system will prompt you to change your password and update your contact details like mobile number, email ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
 - v. You need to login again with the new credentials.
 - vi. On successful login, the system will prompt you to select the “EVENT” i.e., ‘Name of the Company”
 - vii. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under “FOR/AGAINST” or alternatively, you may partially enter any number in “FOR” and partially “AGAINST” but the total number in “FOR/AGAINST” taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option ABSTAIN. If the Member does not indicate either “FOR” or “AGAINST” it will be treated as “ABSTAIN” and the shares held will not be counted under either head.
 - viii. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat accounts.
 - ix. Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.
 - x. You may then cast your vote by selecting an appropriate option and click on “Submit”.
 - xi. A confirmation box will be displayed. Click “OK” to confirm else “CANCEL” to modify. Once you have voted on the resolution (s), you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).

- xii. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter etc., together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at email chveeru@gmail.com with a copy marked to evoting@karvy.com. The scanned image of the above mentioned documents should be in the naming format “ **Corporate Name_Event No.**”
- (B) In case of Members receiving physical copy of Notice [for Members whose email IDs are not registered with the Company/Depository Participants (s)]:
- i. E-Voting Event Number – XXXX (EVEN), User ID and Password is provided in the Attendance Slip.
 - ii. Please follow all steps from Sl. No. (i) to (xii) above to cast your vote by electronic means.
- II. Voting at AGM: The Members, who have not cast their vote through Remote e-voting can exercise their voting rights at the AGM. The Company will make necessary arrangements in this regard at the AGM Venue. The facility for voting through ballot shall be made available at the Meeting. Members who have already cast their votes by Remote e-voting are eligible to attend the Meeting; however those Members are not entitled to cast their vote again in the Meeting.

A Member can opt for only single mode of voting i.e. through Remote e-voting or voting at the AGM. If a Member casts votes by both modes then voting done through Remote e-voting shall prevail and vote at the AGM shall be treated as invalid.

OTHER INSTRUCTIONS

- a. In case of any query and/or grievance, in respect of voting by electronic means, Members may refer to the Help & Frequently Asked Questions (FAQs) and E-voting user manual available at the download section of <https://evoting.karvy.com> (Karvy Website) or contact B Srinivas (Unit: FRONTIER INFORMATICS LIMITED) of Karvy Computershare Private Limited, Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500 032 or at evoting@karvy.com or phone no. 040 – 6716 2222 or call Karvy’s toll free No. 1-800-3454-001 for any further clarifications.
- b. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- c. The remote e-voting period commences on **Monday, December 26, 2016 (09.00 am)** and ends on **Thursday, December 29, 2016 (05.00 pm)**. During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of **23rd December, 2016** may cast their votes electronically. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only. The remote e-voting module shall be disabled for voting thereafter. Once the vote on a resolution(s) is cast by the Member, the Member shall not be allowed to change it subsequently.

- d. The voting rights of Members shall be in proportion to their share of the paid up equity share capital of the Company as on the cut-off date i.e. **23rd December, 2016**.
- e. In case a person has become a Member of the Company after dispatch of AGM Notice but on or before the cut-off date for E-voting i.e. **23rd December, 2016**, he/she may obtain the User ID and Password in the manner as mentioned below :
- i. If the mobile number of the member is registered against Folio No./ DP ID Client ID, the member may send SMS: **MYEPWD** <space> E-Voting Event Number+Folio No. or DP ID Client ID to 9212993399
- Example for NSDL:
MYEPWD <SPACE> IN12345612345678
- Example for CDSL:
MYEPWD <SPACE> 1402345612345678
- Example for Physical:
MYEPWD <SPACE> XXXX1234567890
- ii. If e-mail address or mobile number of the member is registered against Folio No. / DP ID Client ID, then on the home page of <https://evoting.karvy.com>, the member may click “Forgot Password” and enter Folio No. or DP ID Client ID and PAN to generate a password.
- iii. Member may call Karvy’s toll free number 1800-3454-001.
- iv. Member may send an e-mail request to evoting@karvy.com. However, Karvy shall endeavour to send User ID and Password to those new Members whose mail ids are available.

The Board of Directors has appointed Mr. Ch. Veeranjanyulu (C.P. No- 6392), Partner of M/s VCSR & ASSOCIATES, Company Secretaries, as scrutinizer to scrutinize the remote evoting and poll voting process in fair and transparent manner. The Scrutinizer shall immediately after the conclusion of voting at the Annual General Meeting (AGM), first count the votes cast at the AGM thereafter he will unblock the votes castes through remote e-voting in the presence of at least two (2) witnesses not in the employment of the Company and will submit the Consolidated Scrutinizer’s Report, not later than 3 working days, of total votes cast in favor or against, if any, to the Chairman of the Company.

By order of the Board
For **Frontier Informatics Limited**

V.K. Premchand
Managing Director

Place: Hyderabad
Date : 05.12.2016

ANNEXURE TO THE NOTICE - EXPLANATORY STATEMENT**(Pursuant to Section 102 of Companies Act, 2013)****Item No 5:**

Mr. V.K.Premchand, is the Promoter Director of the company and has been engaged in the day to day activities of the company since inception.

Considering his vast experience in the field of software, it is proposed to appoint him as Managing Director of the company for a period of one year with effect from 1st October, 2016. The Board of Directors of the Company in their meeting held on 20th September 2016 appointed Sri Premchand as the Managing Director of the company subject to necessary approval by share holders in the this General Meeting.

In terms of the provisions of the Companies Act, 2013, consent of the shareholders is required for appointment of Mr. V.K.Premchand (DIN:01361579) as Managing Director of the Company. The Board recommend the resolution as set out in item no. 5 for approval of the members as a Special resolution.

The terms as set out in the resolution and explanatory statement may be treated as an abstract of the terms and conditions governing the appointment and remuneration and memorandum of interest pursuant to Section 190 of the Companies Act, 2013. Approval of the members is required by way of Special Resolution for appointment.

This intimation may be treated as an abstract of the terms and conditions governing the appointment and payment of remuneration to the Managing Director, as required under the provisions of the Companies Act 2013.

None of the Directors other than Mr. V.K.Premchand is interested in the respective Resolution.

Item No 6:

The Board of Directors appointed Mrs B.Prasanna Lakshmi, as the Executive Director of the company for a period of one year wef 01.10.2016.

Mrs Bommaraju Prasanna Lakshmi, aged 45 years, is an MCA post graduate, has been actively engaged as a software professional and Trainer for more than a decade. She has been a Director on the Board of Prime Resources Private Limited.

Considering her vast experience in the field of software, it is proposed to appoint her as an Executive Director of the company for a period of one year with effect from 1st October, 2016. The Board of Directors of the Company in their meeting held on 20th September 2016 appointed Mrs Prasanna Lakshmi as the Executive Director of the company subject to necessary approval by share holders in the General Meeting.

In terms of the provisions of the Companies Act, 2013, consent of the shareholders is required for appointment of Mrs Bommaraju Prasanna Lakshmi (DIN:01182366) as Managing Director of the Company. The Board recommend the resolution as set out in item no. 6 for approval of the members as a Special resolution.

The terms as set out in the resolution and explanatory statement may be treated may be treated as an abstract of the terms and conditions governing the appointment and remuneration and memorandum of interest pursuant to Section 190 of the Companies Act, 2013. Approval of the members is required by way of Special Resolution for appointment

This intimation may be treated as an abstract of the terms and conditions governing the appointment and payment of remuneration to the Managing Director, as required under the provisions of the Companies Act 2013.

None of the Directors other than Mrs. Bommaraju Prasanna Lakshmi is interested in the respective Resolution.

Item No 7:**Adoption of new Articles of Association**

Taking into consideration of the implementation of the Companies Act, 2013 (“New Act”), the Board in its meeting held on 05th December, 2016 decided to adopt new set of Articles of Association to bring the regulations in line with the new Act. It is therefore proposed to adopt a new set of Articles of Association in line with Table F of the Companies Act, 2013.

The proposed Article of Association would be available for inspection at the registered office of Company on all working days between 11:00 a.m to 1.00 p.m. up to the date of declaration of the result of 28th Annual General Meeting. The said Articles of Association are also available on the web site of the Company www.fitlindia.com . Any shareholders wanting to have a hard copy of the new Articles of Association may write to the Company at its administrative office address.

None of the Directors, key Managerial Personnel or their relatives are directly/indirectly concerned or interested in any manner in the above resolution, except to the extent of their shareholding in the company.

Item No 8:**Shifting of non participating promoters to Public Category**

Several Members belonging to the promoter group, whose names have been figuring in the promoter group have ceased to be associated with company's activities for the past several years. They are not interested to be continuing as the promoters of the company. Hence the Board has decided to reclassify the non participating promoters, after obtaining necessary approval from them, from Promoter group to Public category and the same has been proposed for the members approval by way of Special Resolution.

None of the Directors, key Managerial Personnel or their relatives are directly/indirectly concerned or interested in any manner in the above resolution, except to the extent of their shareholding in the company.

By order of the Board
For **Frontier Informatics Limited**

Place: Hyderabad.
Date : 05.12.2016

V.K. Premchand
Managing Director